# EXHIBIT A

Dockets.Justia.com

MAP
Las Vegas
The Team Full Tilt Guide to Sin City
INSIDE FIND
11 Pros with 26 bracelets
6 strip clubs to ease the pain of a bad beat
4 things you'll never see
1 tip on bladder control that doesn't involve a man-diaper
FULL TILT POKER.NET
Please Come and Visit
the Full Tilt Hospitality Suite
Located in:
FULL TILT POKER.NET
PLAY WHERE THE PROS LIVE
FULL TILT POKER.NET
GOT PROTECTION?
Because a hand is a terrible thing to waste
FULL TILT POKER

# EXHIBIT B

2005 WSOP: Twenty Down, Twenty-Two to Go

Back in 1949, long before the days of tournament poker, Benny Binion arranged a heads-up poker match between two poker greats: Johnny Moss and Nick "The Greek" Dandalos. Binion set up the match to be played in public view, drawing a crowd to his casino as the titans battled for several months. Dandalos eventually forfeited the competition after losing an estimated $2 million to Moss. (Back when that was an astronomical sum of money.)

It was another 21 years before Binion started the *World Series of Poker,* and this year marks the 36th incarnation, having grown from a handful of invited players (who voted on a winner) to a field of thousands that will battle in 45 events over the course of six weeks. This also marks the first time that it won't be held at Binion's Horseshoe in downtown Las Vegas. Fields that Benny Binion couldn't even imagine demand a much larger, much more modern space, and Harrah's was all too happy to use their convention space at the Rio.

With the first 20 events in the books, it's time to look back on the first half of this year's *World Series of Poker.*

**Top Performances**

The first public event was $1,500 No-Limit Hold'em (Event #2), and it filled the tournament room to capacity with 2,200 players. With alternates, the total number of entrants climbed to 2,305, which easily made it the second-largest live tournament in history, second only to last year's main event. In fact, if there were room for more tables in the tournament room (it currently holds 200), it likely would have passed last year's championship.

While few events have literally packed the room, every event is showing substantial growth over last year, even in less publicized events like Pot-Limit Omaha Hi-Lo Split. In the past, professional players gathered at the *World Series* and recognized most of the faces; now, they often find themselves at a table filled with unknowns.

Ten years ago, a table of unknowns would have been a godsend, meaning you were sitting with dead money. Not any more. There is still plenty of dead money out there, but those players blend in with the unknowns who have perfected their craft on the Internet, skilled at playing large-scale tournaments. The obnoxiously loud 20-something at the table might just be making six figures a year playing online poker.

While luck will always play a factor, skill still manages to rise to the top. The first 20 bracelet winners include big names (and previous bracelet winners) like Allen Cunningham, Erik Seidel, T.J. Cloutier, Barry Greenstein, and Josh Arieh. In fact, the final three or four players at the final tables usually have several bracelets between them.

Who have been the top performers this year? Eleven people have already made two final tables, which is an amazing accomplishment in fields of 500-1,500 players:

Allen Cunningham (1st, 4th)

Quinn Do (1st, 5th)

Erik Seidel (1st, 9th)

Toto Leonidas (2nd, 4th)

Harry Demetriou (2nd, 6th)

Chris "Jesus" Ferguson (2nd, 7th)

Cyndy Violette (2nd, 7th)

Phil Gordon (3rd, 8th)

Tony Ma (3rd, 9th)

Rodeen Talebi (6th, 7th)

Minh Nguyen (7th, 9th)

Allen Cunningham has to be the early favorite for the 2005 WSOP Player of the Year honors, winning a bracelet in Event #2 ($1,500 No-Limit Hold'em), finishing 4th in Event #20 ($5,000 Pot-Limit Hold'em), and cashing three times for a total of $905,135. But there is still a lot of poker to be played, and nobody is running away with the title — yet.

In terms of cashes, Steve Zolotow ($32,455) and Marco Traniello ($67,875) lead the pack with five each (25% of the events so far). Traniello, who might be better known as Jennifer Harman's husband, has also made a final table, finishing 7th in Event #11 ($2,000 Pot-Limit Hold'em). Combined with Harman's third-place finish in Event #18 ($2,000 Seven-Card Stud Hi-Lo Split), it's been a strong *World Series* for the Harman-Traniello household.

Speaking of cashes, Phil Hellmuth entered this year just one cash behind Berry Johnston on the all-time list for number of cashes at the *World Series of Poker.* Hellmuth wasted no time, tying the score at 46 cashes when he made the money in Event #2. Hellmuth was understandably excited by this, but Johnston wouldn't give up the title without a fight. Both players have cashed twice more since then, and the career mark is still tied between them at 48. This is definitely a race worth watching.

**Poker, Poker, and More Poker**

One of the reasons top players show up from around the world is the side games, and there is something for everyone at the Rio. The cash game area is conveniently located in the tournament room (it's that big), and there are games for every taste and every bankroll, from $4-$8 to $400-$800. The cash game area (near the entrance) is often much livelier than the intense competitiveness of the tournaments, and still an excellent place to spot famous players.

Of course, it wouldn't be a tournament without satellites, and Harrah's runs plenty of them each day. There is also a second-chance tournament each evening for those players who either show up late or bust out early. No matter where your poker taste lies (cash games, satellites, tournaments), you'll find what you're looking for at the *World Series*.

**Harrah's First World Series of Poker**

This is the first year the *World Series* is not being held Downtown, but none of the players seem to mind. (Note: The final two days of the Main Event will be held at the Horseshoe, in honor of the centennial celebration for Las Vegas.) The Horseshoe was a quaint and authentic gambling hall for the smaller fields of the past, but last year's chaotic monstrosity made even the most nostalgic players realize the *Series* had outgrown the Horseshoe.

The tournament itself is being held in a gigantic convention hall at the Rio, seemingly miles away from the casino. But what the room lacks in character, it makes up with plenty of space, clean air, and good lighting. For the most part, tournament players (new and old) give Harrah's high marks on the tournament room.

There have been a few complaints, but they seem to be an unavoidable result of the huge turnout. Harrah's tried to avert long lines by allowing a long preregistration period, but long lines appeared nonetheless. There have also been a few late starts (still within half an hour), but it's only fair to give all the players time to find their seats. There have also been some complaints about inconsistent rulings on a table-by-table basis. This is not an easy task with 200 tables in play, but this is something that Harrah's can (and should) work to improve upon.

When it quickly became clear that the larger events couldn't be completed in two days as scheduled, they didn't mess with the blind structures or institute 24-hour sessions. Instead, all events over 1,500 players will automatically become three-day events. In addition, *ESPN* intervened after some late final table starts, and now any event that will be taped for television will also be a three-day event. This allows *ESPN* to start (and finish) their work at reasonable hours.

It's impossible to please all of the people all of the time, especially with competing interests (Harrah's staff, *ESPN*, media, players). But Tournament Director Johnny Grooms has made all of his decisions with the players' best interests at heart. And that's the way it should be. The *World Series of Poker*, after all, is about the poker.

**The Media Presence**

The media presence this year surpasses anything done before. As they did last year, *ESPN* is taping some of the final tables for their delayed broadcasts, but there is far more live coverage available than ever before. Card Player has a team of reporters covering multiple events each day, providing chip counts, eliminations, and impressions from the tournament floor. For most final tables, CardPlayer.com provides a live update chronicling each and every hand, so you can follow all the ups and downs as the final players battle for a bracelet.

There are photographers everywhere, both professional and amateur. (Feel free to take your own photos, but be respectful of the players, and don't use a flash.) There are also video crews providing interviews and insights into the festivities. (A handful of new videos are available each day at CardPlayer.com.)

For a new perspective, Phil Gordon is carrying around an audio recorder, whispering his thoughts and strategies in between rounds as he plays the big events. He then saves these recordings online as podcasts, available for anyone to download for free from the Internet.

The media presence will only increase as the championship event nears, as more of the mainstream media takes notice. (Most of them think the *World Series of Poker* begins and ends with a single $10,000 buy-in event.) One thing is certain — this will be the most documented poker tournament in history.

**Miscellaneous**

Once you get used to the immense scope of it all, you can focus on the more interesting details at this year's *World Series.* There are a few vendor booths outside the tournament room, including a Card Player booth outside the main entrance. Stop by to pick up a *WSOP* t-shirt, watch some video interviews with players, or have the Card Player girls show you the excellent tournament coverage on CardPlayer.com.

As spectators look for their favorite players in the crowd, it doesn't take long to notice the Full Tilt sports jerseys. Full Tilt, an online poker site, has assembled a "team" of top professional players, and they all proudly wear Full Tilt jerseys with their name and number on the back. If poker were baseball, Full Tilt would be the New York Yankees, scooping up all the best free agents. (Phil Ivey, Chris "Jesus" Ferguson, Howard Lederer, Jennifer Harman, Erick Lindgren, Phil Gordon, Erik Seidel, Andy Bloch, John Juanda, Clonie Gowen, and more.)

The Full Tilt "team" of players is for marketing purposes only, attracting attention to Full Tilt's poker site. Online poker marketing at the *WSOP* isn't new; there were plenty of online sites represented last year. But Full Tilt's effort completely dwarfs anything done by other major sites. In addition to the ubiquitous red-and-black jerseys, Full Tilt has opened a hospitality suite that is open to the general public, where fans can relax with food and drinks, and interact with some of the Full Tilt players. The hospitality suite is conveniently located right across the hall from the tournament room.

Barry Greenstein has already won a bracelet this year (Event #19: $1,500 Pot-Limit Omaha), and as always, he'll set a shining example by donating his tournament winnings ($128,505) to charity. But he added another good deed to that one. After winning the bracelet, he diverted all talk about his victory to a young man suffering from cancer. Greenstein dedicated his victory to Charlie Tuttle, a 26-year-old poker enthusiast from Tennessee. Tuttle's cancer was terminal, and he wasn't able to travel to the *World Series* this year. But several professional players took time out of their schedules to give him a phone call and lift his spirits. His favorite player, the charismatic Marcel Luske, even sang to him over a cell phone, and his family said it was the first time he'd laughed in a long time. Other players called him as well, each one lifting his spirits even higher. While Tuttle couldn't attend the *Series* this year, his presence was definitely felt.

Charlie Tuttle died late at night on Tuesday, June 21st (the day after Greenstein's victory). But poker brought joy to his life, and several top players brought joy to his last days.

**Echoes of the Past**

Few of us were around to watch Johnny Moss and Nick "The Greek" Dandalos back in 1949, but there is a similar event taking place during this year's event.

Daniel Negreanu has issued an open challenge to anyone in the world, announcing that he will play anybody in a heads-up match in their choice of poker games (from a list of nine games), for anywhere from $100,000 to $500,000 per game.

Several players have accepted the challenge for a single game, but Barry Greenstein has accepted the full challenge (playing all nine games) for the full amount (half a million dollars each, per game). All of the events take place in a casino where the public can watch from the rail, just like the Moss-Dandalos match from 56 years ago. These matches take place at the new Wynn Casino, where Negreanu is under contract as their "Poker Ambassador."

Both players are playing in most of the events here at the *World Series*, but they often agree to head

# EXHIBIT C

# INITIAL LIST OF MANAGERS OR MANAGING MEMBERS AND RESIDENT AGENT OF

1st Technology LLC

(Name of Limited-Liability Company)

FILE NUMBER
E0634012006-7

FOR THE FILING PERIOD OF August 2006 TO August 2007

The corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

Troy A. Wallin, Esq.
10080 W. Alta Drive, Ste. 200
Las Vegas, NV 89145

A FORM TO CHANGE RESIDENT AGENT INFORMATION CAN BE FOUND ON OUR WEBSITE: secretaryofstate.biz

*Important: Read instructions before completing and returning this form.*

THE ABOVE SPACE IS FOR OFFICE USE ONLY

☐ **Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to resident agent.)**

1. Print or type names and addresses, either residence or business, for all managers or managing members. A **Manager**, or if none, a **Managing Member** of the LLC must sign the form. *FORM WILL BE RETURNED IF UNSIGNED*
2. If there are additional managers or managing members, attach a list of them to this form.
3. Return the completed form with the $125.00 filing fee. A $75.00 penalty must be added for failure to file this form by the last day of first month following organization date.
4. Make your check payable to the Secretary of State. Your canceled check will constitute a certificate to transact business.
5. Ordering Copies: If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional $30.00 per certification. A copy fee of $2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
6. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, NV 89701-4201, (775) 684-5708.
7. Form must be in the possession of the Secretary of State on or before the last day of the first month following the initial registration date. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILING FEE: $125.00 LATE PENALTY: $75.00

| NAME | (DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED) | | |
|---|---|---|---|
| Scott Lewis | ☐ MANAGER | ☒ MANAGING MEMBER | |
| ADDRESS | CITY | ST | ZIP |
| 10080 W. Alta Drive, Ste. 200 | Las Vegas | NV | 89145 |
| NAME | (DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED) | | |
| | ☐ MANAGER | ☐ MANAGING MEMBER | |
| ADDRESS | CITY | ST | ZIP |
| | | | |
| NAME | (DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED) | | |
| | ☐ MANAGER | ☐ MANAGING MEMBER | |
| ADDRESS | CITY | ST | ZIP |
| | | | |
| NAME | (DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED) | | |
| | ☐ MANAGER | ☐ MANAGING MEMBER | |
| ADDRESS | CITY | ST | ZIP |
| | | | |
| NAME | (DOCUMENT WILL BE REJECTED IF TITLE NOT INDICATED) | | |
| | ☐ MANAGER | ☐ MANAGING MEMBER | |
| ADDRESS | CITY | ST | ZIP |
| | | | |

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 360.780 and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

**X Signature of Manager or Managing Member** Title Managing Member Date

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

# Articles of Conversion
(PURSUANT TO NRS 92A 205)
Page 1

Entity #
E0634012006-7
Document Number:
20060545664-08

Date Filed:
8/25/2006 12:30:51 PM
In the office of

Dean Heller
Secretary of State

ABOVE SPACE IS FOR I

## Articles of Conversion
(Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

1st Technology LLC
Name of constituent entity

California
Jurisdiction

limited-liability company
Entity type *

and,

1st Technology LLC
Name of resulting entity

Nevada
Jurisdiction

limited-liability company
Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- [X] The entire plan of conversion is attached to these articles.
- [ ] The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- [ ] The complete executed plan of conversion for the resulting domestic limited *partnership* is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

*This form must be accompanied by appropriate fees.*

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

# Articles of Conversion
(PURSUANT TO NRS 92A.205)
## Page 2

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: N/A

c/o:

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240) * :

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a.: general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

1st Technology LLC
Name of *constituent* entity

[signature] Signature | Sole Managing Member Title | 8/16/06 Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's' articles.

**Filing Fee $350.00**

***This form must be accompanied by appropriate fees.***

## ARTICLES OF CONVERSION

Pursuant to the provisions of Section 92A.005 *et seq.* of the Nevada Revised Statutes (the "NRS"), the undersigned Constituent Entity and Resulting Entity hereby certify as August 16, 2006 that the following Articles of Conversion (the "Articles of Conversion") have been adopted for the purpose of effecting a conversion of 1ST TECHNOLOGY LLC, a California limited-liability company (the "Constituent Entity") into 1ST TECHNOLOGY LLC, a Nevada limited-liability company (the "Resulting Entity"), in accordance with the provisions of the NRS.

1. The name and jurisdiction of organization of the Constituent Entity and Resulting Entity are as follows:

   (a) The name and jurisdiction of organization of the Constituent Entity is 1ST TECHNOLOGY LLC, which was organized as a California limited-liability company under the California Corporations Code on April 16, 2004.

   (b) The name and jurisdiction of organization of the Resulting Entity is 1ST TECHNOLOGY LLC, which shall be organized under the NRS and effective upon filing of the Articles of Conversion.

2. The undersigned declares that a plan of conversion has been adopted by the Constituent Entity in compliance with the California Corporations Code (the "California Code"), which is the governing law of the State of California, which is the jurisdiction of the Constituent Entity, and which permits the conversion of the Constituent Entity into the Resulting Entity pursuant to the Plan of Conversion.

3. The Entire Plan of Conversion is attached to the Articles of Conversion as **Exhibit A**.

4. Because the Resulting Entity shall be a Nevada limited-liability company, there is no need to provide the forwarding address where copies of process may be sent by the Secretary of State of Nevada, as otherwise required by NRS 92A.205(2)(c).

5. The Effective Date of the Articles of Conversion shall be the date they are received and filed by the Nevada Secretary of State.

6. Signatures—signed by the Managing Member of the Constituent Entity and the Resulting Entity.

| "Constituent Entity" | "Resulting Entity" |
|---|---|
| **1ST TECHNOLOGY LLC,**<br>a California limited-liability company | **1ST TECHNOLOGY LLC,**<br>a Nevada limited-liability company |
| By: Scott Lewis<br>Its: Managing Member | By: Scott Lewis<br>Its: Managing Member |

# EXHIBIT A

## PLAN OF CONVERSION
## OF
## 1ST TECHNOLOGY LLC

## RECITALS

WHEREAS, the sole Member of 1ST TECHNOLOGY LLC, a California limited-liability company (the "Constituent Entity"), has determined that it would be in the interests of the Members of the Company to convert the Company into a limited-liability company organized under and pursuant to the laws of the State of Nevada, including the Nevada Revised Statutes (the "NRS"), which shall be known as 1ST TECHNOLOGY LLC, a Nevada limited-liability company (the "Resulting Entity");

WHEREAS, applicable laws of the State of California, including the California Corporations Code (the "California Code"), authorize such conversion upon compliance with certain legal requirements within the California Code; and

WHEREAS, applicable laws of the State of Nevada, including the NRS, authorize such conversion upon compliance with certain legal requirements within the NRS.

NOW, THEREFORE, the following Plan of Conversion is adopted:

## PLAN OF CONVERSION

1. The above recitals are hereby incorporated by reference.

2. The Plan of Conversion shall be consummated upon filing the Articles of Conversion with the Nevada Secretary of State, filing a Certificate of Conversion of the Constituent Entity with the California Secretary of State and approval by the sole Managing Member of the Constituent Entity and the Resulting Entity below, which approval shall be deemed to include approval of the following:

(a) Approval of the Plan of Conversion of the Constituent Entity and the Resulting Entity by the sole Managing Member of the Constituent Entity and the Resulting Entity.

(b) Approval of the Articles of Organization and Operating Agreement of the Resulting Entity by the sole Managing Member of the Resulting Entity.

(c) Approval of the execution and filing of the Articles of Organization of the Resulting Entity with the Nevada Secretary of State, a copy of which is attached hereto as Exhibit 1.

(d) Approval of the execution and filing of the Operating Agreement of the Resulting Entity with the Nevada Secretary of State, a copy of which is attached hereto as Exhibit 2.

(e) Approval of the execution and filing of a Certificate of Conversion of the Constituent Entity with the California Secretary of State, a copy of which is attached hereto as Exhibit 3.

2. The number and classes of membership units of the Resulting Entity upon the consummation of the Plan of Conversion shall be the same as the number and classes of membership units of the Constituent Entity immediately prior to consummation of the Plan of Conversion.

3. Each of the Members of the Constituent Entity shall receive the percentage interest in profits and capital of the Resulting Entity equal to such Member's percentage interest in profits and capital of the Constituent Entity immediately prior to consummation of the Plan of Conversion.

4. Each of the membership units of the same class of the Resulting Entity shall be treated equally with respect to any distribution of cash, property, rights, interests or securities of the Constituent Entity.

5. The existence of the Constituent Entity shall automatically terminate when its conversion into the Resulting Entity is consummated, and the Resulting Entity shall be considered the same business and corporate entity as the Constituent Entity. Any reference to the Constituent Entity in any third-party agreement or corporate document shall be considered a reference to the Resulting Entity if not inconsistent with the provisions of the corresponding third-party agreement or corporate document.

**"Constituent Entity"**

**1ST TECHNOLOGY LLC,**
a California limited-liability company

By: Scott Lewis
Its: Managing Member

**"Resulting Entity"**

**1ST TECHNOLOGY LLC,**
a Nevada limited-liability company

By: Scott Lewis
Its: Managing Member

SECRETARY OF STATE

STATE OF NEVADA

# LIMITED LIABILITY COMPANY CHARTER

I, DEAN HELLER, the Nevada Secretary of State, do hereby certify that **1ST TECHNOLOGY LLC** did on August 25, 2006, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 28, 2006.

Dean Heller

DEAN HELLER
Secretary of State

By Marci Colton
Certification Clerk

DEAN HELLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Entity #
E0634012006-7
Document Number:
20060545665-19

Date Filed:
8/25/2006 12:30:51 PM
In the office of

Dean Heller
Secretary of State

# Articles Of Organization Limited-Liability Company

(PURSUANT TO NRS 86)

ABOVE SPACE IS FO

| | | |
|---|---|---|
| **1. Name of Limited-Liability Company** | 1st Technology LLC | Check box if a Series Limited-Liability Company ☐ |
| **2. Resident Agent Name and Street Address:** (must be a Nevada address where process may be served) | Troy A. Wallin, Esq.<br>Name<br>10080 W. Alta Drive, Ste. 200 — Las Vegas — NEVADA 89145<br>Physical Street Address — City — Zip Code<br>Additional Mailing Address — City — State — Zip Code | |
| **3. Dissolution Date:** (OPTIONAL-see instructions) | Latest date upon which the company is to dissolve (if existence is not perpetual): | |
| **4. Management:** (check one) | Company shall be managed by ☐ Manager(s) OR ☒ Members | |
| **5. Names Addresses, of Manager(s) or Members:** (attach additional pages as necessary) | Scott Lewis<br>Name<br>10080 W. Alta Drive, Ste. 200 — Las Vegas — NV 89145<br>Address — City — State — Zip Code<br>Name<br>Address — City — State — Zip Code<br>Name<br>Address — City — State — Zip Code | |
| **6. Names, Addresses and Signatures of Organizers** (if more than one organizer attach additional page) | Troy A. Wallin, Esq. — [signature]<br>Name — Signature<br>10080 W. Alta Drive, Ste. 200 — Las Vegas — NV 89145<br>Address — City — State — Zip Code | |
| **7. Certificate of Acceptance of Appointment of Resident Agent:** | I hereby accept appointment as Resident Agent for the above named limited-liability company.<br>[signature]<br>Authorized Signature of R.A. or On Behalf of R.A. Company — Date 8/25/06 | |

***This form must be accompanied by appropriate fees.***

Nevada Secretary of State Form LLC ARTS 2005
Revised on 12/19/05

Reset

**EXHIBIT 1**

**ARTICLES OF ORGNAIZATION**
**OF**
**1ST TECHNOLOGY LLC**

**ARTICLE I**

SECTION 1.1 NAME OF LIMITED-LIABILITY COMPANY. The name of the limited-liability company is 1ST TECHNOLOGY LLC (the "Company").

**ARTICLE II**

SECTION 2.1 AGENT FOR SERVICE OF PROCESS. The name and address of the resident agent for service of process is TROY A. WALLIN of HUTCHISON & STEFFEN, LLC, located at 10080 West Alta Drive, Suite 200, Las Vegas, Nevada 89145. The Company may maintain an office, or offices within or without the State of Nevada as may from time to time be designated by the Manager, or by the Operating Agreement of the Company, and may conduct all company business of every kind and nature, including the holding of all meetings of Members and Manager outside the State of Nevada as well as within the State of Nevada.

SECTION 2.2 ORGANIZER. The name and address of the organizer is:

| Name | Address |
|---|---|
| Troy A. Wallin | HUTCHISON & STEFFEN, LLC<br>10080 West Alta Drive, Suite 200<br>Las Vegas, Nevada 89145 |

**ARTICLE III**

SECTION 3.1 COMPANY PURPOSE. The purpose or purposes for which the Company is organized are:

To engage, without qualification, in any lawful act or activity for which limited-liability companies may be organized under the laws of the State of Nevada.

**ARTICLE IV**

SECTION 4.1 MEMBERSHIP UNITS. The total number of membership units the Company is authorized to issue shall be One Million (1,000,000) units, par value of $0.001 per unit, all of which units shall be of a single class.

SECTION 4.2 VOTING POWER FOR HOLDERS OF MEMBERSHIP UNITS. Except as otherwise provided in these Articles of Organization, each holder of membership units shall be entitled to one (1) vote for each membership unit held by him or her on all matters submitted to members for a vote.

## ARTICLE V

SECTION 5.1 MANAGEMENT. The Company shall be managed by a manager or managers, who shall be elected by the members in a manner prescribed in the Operating Agreement of the Company. The manager and such other persons or officers as the members may designate in the Operating Agreement of the Company, shall have the right and authority to incur any debt, obligation or liability on behalf of, and in the name of, the Company. The manager and such other persons or officers as the members may designate in the Operating Agreement of the Company, shall hold the offices and have the responsibilities accorded to him or her by the members in the Operating Agreement. The number of managers of the Company may be increased or decreased from time to time in the manner prescribed in the Operating Agreement of the Company. The name and address of the person who is to serve as the initial manager until his successor is duly elected and qualified, is:

| Name | Address |
|---|---|
| SCOTT LEWIS | 10080 West Alta Drive<br>Suite 200<br>Las Vegas, Nevada 89145 |

## ARTICLE VI

SECTION 6.1 PRE-EMPTIVE RIGHTS. No membership unit holder shall be entitled as a matter of right to subscribe for or receive additional membership units of any class of membership units of the Company, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into membership units, but such additional membership units or other securities convertible into membership units may be issued or disposed of by the manager or managers to such persons and on such terms as in his discretion he shall deem advisable.

## ARTICLE VII

SECTION 7.1 EXISTENCE. Except as otherwise provided in the Operating Agreement of the Company in effect from time to time, the Company is to have perpetual existence.

## ARTICLE VIII

SECTION 8.1 OPERATING AGREEMENT. The members of the Company shall adopt a written operating agreement ("Operating Agreement"), which Operating Agreement shall govern the affairs of the Company and the conduct of its business. The Operating Agreement may, from time to time, be repealed, amended or altered in the manner set forth in the Operating Agreement of the Company.

## ARTICLE IX

SECTION 9.1 AMENDMENT OF ARTICLES OF ORGANIZATION. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in a manner now or hereafter prescribed by statute, or by the Articles of Organization, and all rights conferred upon membership unit holders are granted subject to this reservation.

## ARTICLE X

SECTION 10.1 METINGS OF MEMBERSHIP UNIT HOLDERS. Meetings of the membership unit holders may be held at such place within or outside the State of Nevada, only as necessary pursuant to the terms of the Operating Agreement. The books of the Company may be kept (subject to any provision contained in the Nevada Revised Statutes) outside the State of Nevada at such place or places as may be designated from time to time by the manager or managers or in the Operating Agreement of the Company.

## ARTICLE XI

SECTION 11.1 LIABILITY AND INDEMNIFICATION. Unless otherwise provided by an agreement signed by the member to be charged, no member of the Company is individually liable for the debts or liabilities of the Company. The Company may indemnify any member, manager, officer, employee or agent of the Company to the fullest extent allowed by law.

IN WITNESS WHEREOF, the undersigned party set forth his hand this 18th day of August, 2006.

By: Troy A. Wallin
Its: Organizer

**CERTIFICATE OF ACCEPTANCE**
**OF**
**APPOINTMENT AS RESIDENT AGENT**
**OF**
**1ST TECHNOLOGY LLC**

In the matter of 1ST TECHNOLOGY LLC, a Nevada limited-liability company, TROY A. WALLIN of HUTCHISON & STEFFEN, LLC, with the address at 10080 West Alta Drive, Suite 200, Las Vegas, Nevada 89145, County of Clark, State of Nevada, hereby accepts the appointment as Resident Agent of the above-entitled Company in accordance with the NRS. Furthermore, that the registered office in Nevada is located at the same address.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of August, 2006, for the above-named business entity.

HUTCHISON & STEFFEN, LLC

Troy A. Wallin
*For the Firm*